

**SQUIRE
SANDERS** | LEGAL
COUNSEL
WORLDWIDE

NEW APPLICATION

RECEIVED



0000086937

Office: +1.202.626.6600
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ORIGINAL

2008 AUG -11 P 12: 32

AZ CORP COMMISSION
DOCKET CONTROL

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jguyan@ssd.com

July 31, 2008

Arizona Corporation Commission
DOCKETED

AUG -1 2008

BY FEDEX (602-542-3477)

Arizona Corporation Commission
Docket Control
1200 W. Washington Street
Phoenix, AZ 85007-2927

DOCKETED BY	
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T-20611A-08-0405

Re: **Reliance Communications International, Inc. Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services**

Dear Ms. Squire:

On behalf of my client, Reliance Communications International, Inc. ("RCII"), included is an original and thirteen (13) copies of an Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services. Please date-stamp the extra copy and return it to me in the enclosed, self-addressed and stamped envelope.

Feel free to contact me if you have any questions.

Sincerely,

SQUIRE, SANDERS & DEMPSEY L.L.P.

Joshua T. Guyan

Enclosures

ARIZONA CORPORATION COMMISSION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunications Services**

Mail original plus 13 copies of completed application to: For Docket Control Only:
(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending
in Arizona as an Interexchange reseller, AOS provider,
or as the provider of other telecommunication services.

Type of Service:

Docket No.: Date: Date Docketed:

Type of Service:

Docket No.: Date: Date Docketed:

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DOCKET CONTROL

COMPANY AND TELECOMMUNICATION SERVICE INFORMATION

(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and mark the appropriate box(s).

☒ Resold Long Distance Telecommunications Services (Answer Sections A, B).

Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).

Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).

Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, C, D, E)

Alternative Operator Services Telecommunications Services (Answer Sections A, B)

Other _____ (Please attach complete description)

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:
Reliance Communications International, Inc. ("RCII"), 570 Lexington Avenue, 38th Floor, New York, NY 10022;
Ph: (212) 319-3755; Fax: (212) 223-1387; Siddharth_Kothari@ril-usa.com; www.Relianceindiacall.com.

(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

Not applicable.

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:

Siddharth Kothari

570 Lexington Avenue, 38th Floor, New York, NY 10022

Ph: (212) 319-3755

Fax: (212) 223-1387

Siddharth_Kothari@ril-usa.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:

Joshua Guyan

1201 Pennsylvania Avenue, NW, Suite 500, Washington, DC 20004

Ph: (202) 626-6245

Fax: (202) 626-6780

iguyan@ssd.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Complaint Contact Person:

Same as A-4 above.

(A-7) What type of legal entity is the Applicant? Mark the appropriate box(s) and category.

Sole proprietorship

Partnership: ☐ Limited, ☐ General, ☐ Arizona, ☐ Foreign

Limited Liability Company: ☐ Arizona, ☐ Foreign

Corporation: ☐ "S", ☐ "C", ☐ Non-profit

Other, specify: RCII is registered as a foreign corporation in Arizona.

(A-8) Please include "Attachment A":

Attachment "A" must include the following information:

A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in Arizona.

A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).

Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

Proposed Rates and Charges for each service offered (reference by Tariff page number).

Tariff Maximum Rate and Prices to be charged (reference by Tariff page number).

Terms and Conditions Applicable to provision of Service (reference by Tariff page number).

Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).

The proposed fee that will be charged for returned checks (reference by Tariff page number).

(A-10) Indicate the geographic market to be served:

Statewide. (Applicant adopts statewide map of Arizona provided with this application).

Other. Describe and provide a detailed map depicting the area.

Statewide.

(A-11) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any formal or informal complaint proceedings pending before any state or federal regulatory commission, administrative agency, or law enforcement agency.

Describe in detail any such involvement. Please make sure you provide the following information:

States in which the Applicant has been or is involved in proceedings.

Detailed explanations of the Substance of the Complaints.

Commission Orders that resolved any and all Complaints.

Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

None.

(A-12) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any civil or criminal investigation, or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years.

Describe in detail any such judgments or convictions. Please make sure you provide the following information:

States involved in the judgments and/or convictions.

Reasons for the investigation and/or judgment.

Copy of the Court order, if applicable.

None.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

Yes X No

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(s).

For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

Yes X No

If "No", continue to question (A-15).

For Local Exchange Resellers, a \$25,000 bond will be recommended.

Yes No

If "No", continue to question (A-15).

For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

Yes No

If "No", continue to question (A-15).

For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

Yes No

If any box in (A-14) is marked "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If any box in (A-14) is marked "No", provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

RCII is a wholly owned subsidiary of Reliance Communications, Inc. ("RCI"), which is one of the largest telecommunications carriers in the world. See Attachment E RCI financial information. RCII already provides interstate and international service in the United States pursuant to Federal Communications Commission authorizations. The company is currently rolling out intrastate service to all fifty states.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the Applicant is requesting authority to provide service.

Note: For Resellers, the Applicant must complete and submit an Affidavit of Publication Form as Attachment "C" before Staff prepares and issues its report. Refer to the Commission's website for Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication). For Facilities-Based Service Providers, the Hearing Division will advise the Applicant of the date of the hearing and the publication of legal notice. Do not publish legal notice or file affidavits of publication until you are advised to do so by the Hearing Division.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in Arizona:

X Yes No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells.

RCII has not yet finalized contracts to purchase wholesale intrastate services for resale.

(A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in Arizona:

Note: If the Applicant is currently approved to provide telecommunications services that the Applicant intends to provide in Arizona in less than six states, excluding Arizona, list the Public Utility Commission ("PUC") of each state that granted the authorization. For each PUC listed provide the name of the contact person, their phone number, mailing address including zip code, and e-mail address.

Indiana: Indiana Utility Regulatory Commission, Brandy Darlington, (312) 232-5559, 101 West Washington Street, Suite 1500 E, Indianapolis, IN 46204, email address unavailable.

California: California Public Utility Commission, Carlos Figueroa, (415) 703-1993, 505 Van Ness Avenue, San Francisco, CA 94102, email address unavailable.

Colorado: Colorado Public Utilities Commission, (303) 894-2000, 1560 Broadway, Suite 250, Denver, CO 80202. Registration is effective upon filing, no staff was assigned. The application was sent to Doug Dean, Director.

(A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

Note: If the Applicant currently provides telecommunication services that the Applicant intends to provide in Arizona in six or more states, excluding Arizona, list the states. If the Applicant does not currently provide telecommunications services that the Applicant intends to provide in Arizona in five or less states, list the key personnel employed by the Applicant. Indicate each employee's name, title, position, description of their work experience, and years of service in the telecommunications services industry.

See Attachment F for resumes of key personnel.

(A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

Not applicable.

(A-21) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- X Decision # 64178 Resold Long Distance
- Decision # 64178 Resold LEC
- Decision # 64178 Facilities Based Long Distance
- Decision # 64178 Facilities Based LEC

B. FINANCIAL INFORMATION

(B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

X Yes

No

If "No," explain why and give the date on which the Applicant began operations.

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

A copy of the Applicant's balance sheet.

A copy of the Applicant's income statement.

A copy of the Applicant's audit report.

A copy of the Applicant's retained earnings balance.

A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

If necessary, the Applicant will rely on the financial resources of its Parent Company, RCI.

(B-4) The Applicant must provide the following information.

Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.

Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.

Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.

If the projected value of all assets is zero, please specifically state this in your response.

If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

Projected total revenue for the first twelve months is \$204,500.

Expected operating expenses for the first twelve months is \$19,300.

The projected value of all assets is zero.

C. RESOLD AND/OR FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(C-1) Indicate if the Applicant has a resale agreement in operation,

Yes

☒ No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

Yes No

If "Yes," provide the following information:

The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in Arizona.

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59421:

Yes No

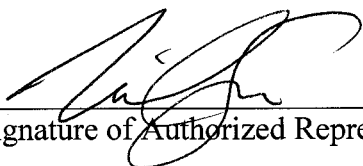
(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

Yes No

(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):

Yes No

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.


(Signature of Authorized Representative)

30 July 2008
(Date)

Michael Sauer
(Print Name of Authorized Representative)

President
(Title)

SUBSCRIBED AND SWORN to before me this 30th day of July, 2008


NOTARY PUBLIC

LORRAINE KING
NOTARY PUBLIC-STATE OF NEW YORK
No. 81K16113002
Qualified in Suffolk County
My Commission Expires July 19, 2012

My Commission Expires

http://www.cc.state.az.us/divisions/utilities/forms/Resellers_AOS_CC&N_App.doc

ATTACHMENT A

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****RELIANCE COMMUNICATIONS INTERNATIONAL, INC.*****

a foreign corporation organized under the laws of Delaware did obtain authority to transact business in the State of Arizona on the 27th day of May 2004.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation has not had its authority revoked for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed an Application for Withdrawal as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 28th Day of July, 2008, A. D.


Executive Director

Order Number: 256477

PETITIONER RELIANCE COMMUNICATIONS INTERNATIONAL, INC.'S
LIST OF OFFICERS AND DIRECTORS

Officers

Michael Sauer (President)

Tom P. Durkin (Vice President, Business Development)

Peter J. Lord (Vice President, Marketing)

Siddharth Kothari (Finance Manager)

c/o Reliance Communications International, Inc.
570 Lexington Ave., 38th Floor
New York, NY 10022
(212) 319-3755 (Telephone)
(212) 233-1387 (Facsimile)

Directors

Michael Sauer (see address above)

Prakash Shenoy
Reliance Communications Limited
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai-400 710, India
Tel. +91 22-303 86113
Fax +91 022-30376622

ATTACHMENT B

Regulations and Rates
of
RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Reliance Communications International, Inc. within the State of Arizona. This tariff is on file with the Arizona Corporation Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

Issued:

Effective:

Issued By:

Siddharth Kothari, Finance Manager
570 Lexington Avenue, 38th Floor
New York, NY 10022

AZi0800

CHECK SHEET

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the top of this page.

PAGE	REVISION		PAGE	REVISION	
Title	Original	*	21	Original	*
1	Original	*	22	Original	*
2	Original	*	23	Original	*
3	Original	*	24	Original	*
4	Original	*	25	Original	*
5	Original	*	26	Original	*
6	Original	*			
7	Original	*			
8	Original	*			
9	Original	*			
10	Original	*			
11	Original	*			
12	Original	*			
13	Original	*			
14	Original	*			
15	Original	*			
16	Original	*			
17	Original	*			
18	Original	*			
19	Original	*			
20	Original	*			

* - indicates those pages included with this filing.

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Effective:

Issued By:

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570 Lexington Avenue, 38th Floor
New York, NY 10022

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SYMBOLS

Changes to this tariff shall be identified on the revised page(s) through the use of symbols. The following are the only symbols used for the purposes indicated below:

- (C) To signify a change in regulation.
- (D) To signify a discontinued rate or regulation.
- (I) To signify an increase in rate or charge.
- (M) To signify material relocated from one page to another without change.
- (N) To signify a new rate or regulation.
- (R) To signify a reduced rate or charge.
- (T) To signify a change or regulation but no change in rate or charge.

Issued:

Effective:

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TARIFF FORMAT

- A. Page Numbering** - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially, however, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between sheets 14 and 15 would be 14.1.
- B. Page Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the Commission. For example, the 4th Revised Page 14 cancels the 3rd Revised Page 14. Because of various suspension periods, deferrals, etc., the most current page number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the page currently in effect.
- C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i).
 - 2.1.1.A.1.(a).I.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the pages contained in the tariff, with a cross-reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages). The tariff user should refer to the latest Check Sheet to find out if a particular page is the most current on file with the Commission.

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New York, NY 10022

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Authorized User - A person authorized by the Customer to be an end-user of the service of the Company.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer or Authorized User upon access to the Company's system to notify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code

Available Usage Balance - The amount of usage remaining on a Prepaid Account at any particular point in time. Each Prepaid Account has an Initial Account Balance which is stated either in U.S. dollars or Call Units, depending upon the type of service. The Available Balance is depleted as services provided by the Company are utilized by the Customer.

Commission - Refers to the Arizona Corporation Commission.

Company or Carrier - Refers to Reliance Communications International, Inc., unless otherwise clearly indicated by the context.

Customer - A person, firm, partnership, corporation or other entity which arranges for the Carrier to provide, discontinue or rearrange telecommunications services on behalf of itself or others; uses the Carrier's telecommunications services; and is responsible for payment of charges, all under the provisions and terms of this tariff.

Depletion - Real time reductions in the Available Usage Balance, based on usage of the customer Prepaid Account.

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Siddharth Kothari, Finance Manager
570 Lexington Avenue, 38th Floor
New York, NY 10022

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Equal Access - Where the local exchange Company central office provides interconnection to interexchange carriers with Feature Group D circuits. In such end offices, Customers can pre-subscribe their telephone line(s) to their preferred interexchange carrier.

Initial and Additional Period - The Initial Period denotes the interval of time allowed at the rate specified for a connection between given service points. The Additional Period denotes the interval of time used for measuring and charging for time in excess of the Initial Period.

Initial Usage Balance - The amount of usage on a Prepaid Account upon issuance and before any depleting call activity.

LATA - Local Access Transport Area (LATA) denotes a geographical area established by the U.S. District Court within which a local exchange company provides communications services.

Marks - A collective term to mean such items as trademarks, service marks, trade names and logos; copyrighted words, artwork, designs, pictures or images; or any other device or merchandise to which legal rights or ownership are held or reserved by an entity.

Personal Identification Number (PIN) - See Authorization Code.

Issued:

Effective:

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New York, NY 10022

AZi0800

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Prepaid Account - An account that consists of a pre-paid usage balance depleted on a real-time basis during each Prepaid Service call.

Prepaid Card - A card issued by the Company that provides the Customer with a Personal Identification Number and instructions for accessing the Carrier's network.

Prepaid Service Call - A service accessed via a "1-800" or other access code dialing sequence whereby the Customer or Authorized User dials all of the digits necessary to route a call. Network usage for each call is deducted from the available usage balance on a Company issued Prepaid Account.

Reliance - Refers to Reliance Communications International, Inc., issuer of this tariff, unless otherwise clearly indicated by the context.

Renewal - A method of replenishing a Prepaid Account's Available Usage Balance with additional minutes of usage as authorized and paid for by the Customer.

Sponsor - A corporation or other legal entity that exclusively permits the use of its Marks to the Company for use with telephone cards (prepaid or otherwise) or other merchandise, and contracts with the Company for the marketing of the services described herein.

Issued:

Effective:

Issued By:

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570 Lexington Avenue, 38th Floor
New York, NY 10022

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Reliance Communications International, Inc.

The Company's services and facilities are furnished for communications originating and terminating at specified points within the State of Arizona under terms of this tariff.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Use

2.2.1 Services provided under this tariff may be used by the Customer for any lawful telecommunications purpose for which the service is technically suited.

2.2.2 The services the Company offers shall not be used for any unlawful purpose or for any use as to which the Customer has not obtained all required governmental approvals, authorizations, licenses, consents and permits.

2.2.3 A Customer may transmit or receive information or signals via the facilities of the Company. The Company's services are designed primarily for the transmission of voice-grade telephonic signals, except as otherwise stated in this tariff. A user may transmit any form of signal that is compatible with the Company's equipment, but the Company does not guarantee that its services will be suitable for purposes other than voice-grade telephonic communication except as specifically stated in this tariff.

Issued:

Effective:

Issued By:

Siddharth Kothari, Finance Manager
570 Lexington Avenue, 38th Floor
New York, NY 10022

AZi0800

SECTION 2 - RULES AND REGULATIONS

2.3 Limitations

- 2.3.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.3.2 The Company reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.3.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.3.4 All facilities provided under this tariff are directly or indirectly controlled by Reliance and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

Issued:

Effective:

Issued By:

Siddharth Kothari, Finance Manager
570 Lexington Avenue, 38th Floor
New York, NY 10022

AZi0800

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Liabilities of the Company

- 2.4.1** The liability of the Company, if any, for damages resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes omissions, interruptions, delays, errors, or other defects in transmission, or failures or defects in facilities furnished by the Company in the course of furnishing service or arising out of any failure to furnish service shall in no event exceed an amount of money equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays or errors or defects in transmission occur and continue. However any such mistakes, omissions, interruptions, delays, errors or defects in transmission or service that are caused by or contributed to by the negligence or willful act of Customer, or which arise from the use of Customer-provided facilities or equipment shall not result in the imposition of any liability whatsoever upon the Company.
- 2.4.2** Reliance shall not be liable for any failure of performance hereunder due to causes beyond its control, including but not limited to Acts of God, fires, flood or other catastrophes; atmospheric conditions or other phenomena of nature, such as radiation; any law, order, regulation, directive, action or request of the U.S. Government, or any other government, including state and local governments having jurisdiction over Reliance or the services provided hereunder; national emergencies; civil disorder, insurrections, riots, wars, strikes, lockouts, work stoppages, or other labor problems or regulations established or actions taken by any court or government agency having jurisdiction over the Company or the acts of any party not directly under the control of the Company.

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Issued By:

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Liabilities of the Company, (Cont'd.)

- 2.4.3** When the services or facilities of other common carriers are used separately or in conjunction with the Company's facilities or equipment in establishing connection to points not reached by the Company's facilities or equipment, the Company shall not be liable for any act or omission of such other common carriers or their agents, servants or employees.
- 2.4.4** Reliance shall be indemnified and held harmless by the Customer from and against all loss, liability, damage, and expense, including reasonable attorney's fees, due to claims for libel, slander, or infringement of copyright or trademark in connection with any material transmittal by any person using the Company's services and any other claim resulting from any act or omission of the Customer relating to the use of the Company's facilities.
- 2.4.5** The Company shall not be liable for any act or omission of any other entity furnishing to the Customer facilities or equipment used with the service furnished hereunder; nor shall the company be liable for any damages or losses due in whole or in part to the failure of Customer-provided service, equipment or facilities.
- 2.4.6** The Company shall not be liable for any claim, loss, or refund as a result of loss or theft of Prepaid Cards or Personal Identification Numbers issued for use with the Company's services. Nor will the Company be liable for any claim, loss or refund as a result of the loss or theft of Prepaid Cards or Personal Identification Numbers on any unused balance remaining on a Prepaid Card provided to a Customer.
- 2.4.7** The Company shall not be liable for any claim, loss or refund on any unused portion of the usage balance remaining in a Prepaid Account provided to a Customer before or after the expiration date assigned to each Prepaid Account.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.5 Billing and Payment for Service

2.5.1 Responsibility for Charges

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand to the Company or its authorized agent. Billing thereafter will include recurring charges and actual usage as defined in this tariff.

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. In particular and without limitation to the foregoing, the Customer is responsible for any and all cost(s) incurred as the result of:

- A. any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company;
- B. any and all use of the service arrangement provided by the Company, including calls which the Customer did not individually authorize;
- C. any calls placed by or through the Customer's equipment via any remote access feature(s);
- D. any and all calls placed to toll-free (e.g., 800, 888) service number provided to the Customer by the Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.5 Billing and Payment for Service, (Cont'd.)****2.5.2 Payment for Service**

- A.** All charges due by the Customer are payable to the Company or any agent duly authorized to receive such payments. This includes payment for calls or services originated at the Customer's number(s); placed using the Personal Identification Number assigned to the Customer, as a form of payment regardless of the purchaser of the Prepaid Card or the originating location of the call; incurred at the specific request of the Customer. Payments for service provided in association with Company-issued Prepaid Accounts must be received by the Company or its authorized agent prior to the activation of the Customer's Prepaid Account. The billing agent may be the Company, a local exchange telephone company, credit card company, or other billing service. Terms of payment shall be according to the rules and regulations of the agent and subject to the rules of regulatory bodies having jurisdiction. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist that reasonably indicate that such changes are appropriate.
- B.** Disputes with respect to charges must be presented to the Company in writing within one hundred (120) days from the date the bill in question is issued or such bill will be deemed correct and binding on the Customer.
- C.** Unless otherwise specified below, services provided by the Company are billed in arrears directly to the Customer on a monthly basis.
- D.** Charges for credit card calls will be included on the Billed Party's regular monthly statement from the card-issuing company.

2.5.3 Deposits

The Company does not collect Customer Deposits.

2.5.4 Advance Payments

The Company does not collect Advance Payments. The prepayment of services available for immediate use does not constitute Advance Payment.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.5 Billing and Payment for Service, (Cont'd.)****2.5.5 Late Payment Charge**

The Company reserves the right to assess a one-time late payment fee of one and one-half percent (1.5%) for any amount previously unassessed which remains unpaid at the time the next bill is prepared. An amount is considered past due if unpaid fifteen (15) days following the date of the bill listing amounts owed by the Customer. Any applicable late payment fees will be assessed according to the terms and conditions of the Company or its billing agent.

2.5.6 Return Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of the billing entity (i.e. local exchange company and/or commercial credit card company) and pursuant to Commission regulations. In addition, the Company reserves the right to place the Available Usage Balance for the Customers Prepaid Account on hold until the check or draft clears or is paid.

2.5.7 Customer Complaints and/or Billing Disputes

Customers have the right to refer billing disputes and any other complaints to Company at 570 Lexington Avenue, 38th Floor, New York, NY 10022, or via telephone by dialing 1-866-673-5426. If the Customer and the Company are unable to resolve the dispute to their mutual satisfaction, the Customer may file a complaint with the Arizona Corporation Commission in accordance with the Commission's rules of procedure. The address and telephone number of the Commission is as follows:

If not satisfied with the Company's response, customers may contact:

Consumer Service Section
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007
Telephone: (602) 542-4251

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.5 Billing and Payment for Service, (Cont'd.)

2.5.8 Taxes and Fees

- .1** All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff. To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.
- .2** The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund (USF) and compensation to pay telephone service providers for the use of their pay telephones to access the Company's service.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Refusal or Discontinuance by Company

The Company expressly retains the right to deny access to service without incurring any liability for any of the following reasons:

- 2.6.1 Nonpayment of any sum due for service provided hereunder, where the Customer's charges remain unpaid more than ten (10) days following notice of nonpayment from the Company. Notice shall be deemed to be effective upon mailing of written notice, postage prepaid, to the Customer's last known address;
- 2.6.2 Customer's acts or omissions that constitute a violation of, or a failure to comply with, any regulation stated in this tariff governing the furnishing of service, but which violation or failure to comply does not constitute a material breach or does not pose any actual threatened interference to the Company operations or its furnishing of service. The Company agrees to give Customer ten (10) days notice of such violation or failure to comply prior to disconnection of service; or
- 2.6.3 The implementation of any order of a court of competent jurisdiction, or federal or state regulatory authority of competent jurisdiction, prohibiting the Company from furnishing such service; or
- 2.6.4 Failure to pay a previously owed bill by the same Customer at another location.
- 2.6.5 For non-payment of any amount past due to the Company by the Customer, including non-payment of a Customer Account Renewal of a fully depleted balance.
- 2.6.6 When the Available Account Balance of a non-renewable account is depleted to a level insufficient to place a one-minute call to the location of least cost.
- 2.6.7 When the established expiration date of the Prepaid Account is reached.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Cancellation by Customer

- 2.7.1** Customers may cancel service at any time, either verbally or in writing. Customers are responsible for all charges up through the actual disconnect date. Charges may be avoided by dialing another carrier's access code.
- 2.7.2** For prepaid services, the Customer may cancel service by fully depleting the available balance of the Customer account and/or by not renewing the Prepaid Account.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.8 Interruption of Service**

Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.4 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer. Credit allowances for interruptions of service are limited to the initial minimum period charge incurred to re-establish the interrupted call.

2.9 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.10 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities of NXX exchanges, or by blocking calls using certain Personal Account Codes when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.

2.11 Validation of Credit

The Company reserves the right to validate the creditworthiness of Customers and billed parties through available verification procedures. Where a Customer's creditworthiness is unacceptable to the Company, Reliance may refuse to provide service, require a deposit or advance payment, or otherwise restrict or interrupt service to a Customer.

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SECTION 3 - DESCRIPTION OF SERVICES AND RATES

3.1 General

Reliance will provide services for communications originating and terminating within the State of Illinois under terms of this tariff.

3.2 Timing of Calls

3.2.1 Timing for all calls begins when the called party answers the call (i.e. when two-way communications are established). Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.

3.2.2 Chargeable time for all calls ends when either one of the parties disconnects from the call.

3.2.3 The minimum call duration and additional billing increments are specified on a per product basis in this section of the tariff.

3.2.4 The Company will not bill for incomplete calls.

3.3 Holidays

The Company does not offer rate discounts for calls placed on state or federal holidays.

3.4 Rate Periods

The Company does not rate calls based on time-of-day.

3.5 Calculation of Distance

The Company does not rate calls based on distance.

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SECTION 3 - DESCRIPTION OF SERVICES AND RATES, (CONT'D.)**3.6 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Per Call Charge: \$0.69

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SECTION 3 - DESCRIPTION OF SERVICES AND RATES, (CONT'D.)**3.7 Nationwide Prepaid LD**

Nationwide Prepaid LD allows Customers to place outbound toll calls on a prepaid basis. Calls are placed over customer-provided telephone lines via a local or toll free access number. The Customer dials a local or toll free access number and a PIN before completing the call. Calls are billed in one (1) minute increments with an initial period of one (1) minute. For calls made from a pay telephone, the Pay Telephone Surcharge may apply.

Prepaid accounts maintain a balance which is depleted on a real-time basis as calls are placed. All calls must be charged against a Prepaid Account that has sufficient available balance. Payment for the Company Nationwide Prepaid LD service and any Available Usage in the Customer's Prepaid Account is non-refundable. The Company shall not be liable or responsible for theft, loss or unauthorized use of the Nationwide Prepaid LD Service.

Customers are notified of their remaining account balance at the beginning of each call. The following call types cannot be completed utilizing the Nationwide Prepaid LD service: 500, 700, 800, and 900 numbers, calls requiring the quotation of time and charges, and air to ground and high seas service.

Maximum Per Minute Rate:

\$0.118

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SECTION 3 - DESCRIPTION OF SERVICES AND RATES, (CONT'D.)**3.8 Nationwide PINless Prepaid LD**

Nationwide PINless Prepaid LD allows Customers to place outbound toll calls on a prepaid basis without the use of a PIN when calls originate from telephone numbers registered with the Company. This service does not require that the Customer be presubscribed to the Company, nor does it require an Authorization Code. The plan only requires that the calling number be recognized as belonging to a Customer account, registered for the service via the Company's website. Calls from a number not registered or recognized require entering the Customer account number. Calls are placed over customer-provided telephone lines via a local or toll free access number. The Customer dials a local or toll free access number and a PIN before completing the call. Calls are billed in one (1) minute increments with an initial period of one (1) minute. For calls made from a pay telephone, the Pay Telephone Surcharge may apply.

Prepaid accounts maintain a balance which is depleted on a real-time basis as calls are placed. All calls must be charged against a Prepaid Account that has sufficient available balance. Payment for the Company Nationwide Prepaid LD service and any Available Usage in the Customer's Prepaid Account is non-refundable. The Company shall not be liable or responsible for theft, loss or unauthorized use of the Nationwide Prepaid LD Service.

Customers are notified of their remaining account balance at the beginning of each call. The following call types cannot be completed utilizing the Nationwide Prepaid LD service: 500, 700, 800, and 900 numbers, calls requiring the quotation of time and charges, and air to ground and high seas service.

Maximum Per Minute Rate: \$0.118

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SECTION 3 - DESCRIPTION OF SERVICES AND RATES, (CONT'D.)**3.9 Travel Card Service**

Travel Card Service is available to Customers for placing calls while away from home or office on a post-paid basis. Calls are originated by dialing a toll-free access number, followed by an account identification number and/or personal identification number. Calls may originate from standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location. Calls are billed in one (1) minute increments after an initial period for billing purposes of one (1) minute and will be completed only upon entry and verification of credit card number information.

Maximum Per Minute Rate:	\$0.118
Per Call Charge:	\$0.000

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SECTION 4 - PROMOTIONS

4.1 Promotions - General

From time-to-time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. All promotions will be filed, either in the tariff or via letter, with the Commission prior to offering them to Customers.

4.2 Demonstration of Calls

From time-to-time the Company shall demonstrate service by providing free test calls over its network.

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SECTION 5 - CONTRACT SERVICES

5.1 General

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and the Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six (6) months after the initial offering to the first contract Customer for any given set of terms.

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SECTION 6 - CURRENT PRICE LIST

6.1 Public Telephone Surcharge

Per Call Charge: \$0.69

6.2 Nationwide Prepaid LD

Per Minute Rate: \$0.059

6.3 Nationwide PINless Prepaid LD

Per Minute Rate: \$0.059

6.4 Travel Card Service

Per Minute Rate: \$0.059

Per Call Charge: \$0.000

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570 Lexington Avenue, 38th Floor
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ATTACHMENT C

**NOTICE OF APPLICATION FOR A CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE COMPETITIVE
RESOLD INTEREXCHANGE TELECOMMUNICATIONS
SERVICES BY RELIANCE COMMUNICATIONS INTERNATIONAL,
INC.**

Reliance Communications International, Inc. ("Applicant") has filed with the Arizona Corporation Commission ("Commission") an application for a Certificate of Convenience and Necessity ("Certificate") to provide competitive resold interexchange telecommunications services in the State of Arizona. Applicant will be required by the Commission to provide this service under the rates and charges and terms and conditions established by the Commission.

A.R.S. § 40-282 provides that the Commission may act on an application for a Certificate to provide resold telecommunications services without a hearing, or with a hearing, if one is requested by any party. Applicant or any other party must request a hearing within twenty (20) days of the date of this notice, or the Commission will rule on the application without a hearing.

The application, report of the Commission's Utilities Division Staff, and any written exceptions to the Staff report prepared by the applicant are available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona, 85007, and at Applicant, 570 Lexington Avenue, 38th Floor, New York, NY 10022.

Under appropriate circumstances, interested parties may intervene in the proceedings, and participate as a party. Intervention shall be in accordance with the A.A.C. R 14-3-105, except that all motions to intervene must be filed on or within twenty (20) days of the date of this notice. You may have the right to intervene in the proceedings, or you may make a statement for the record. If you have any comments, mail them to:

The Arizona Corporation Commission Attention Docket Control
Re: Reliance Communications International, Inc.
(Enter Docket Number)
1200 West Washington Street
Phoenix, Arizona 85007

All Comments should be received within twenty (20) days of the date of this notice.

If you have any questions about this application or have any objections to its approval, you may contact Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007, or call 1-800-222-7000.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as sign language interpreter, as well as request this document in an alternative format, by contacting Shelley Hood, ADA Coordinator, voice phone number (602) 542-3931, E-Mail shood@cc.state.az.us. Requests should be made as early as possible to allow time to arrange the accommodation.

ATTACHMENT D

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

MARCH 31, 2008

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.**Contents**

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**DEV M. KINI, CPA, CFP.,
CERTIFIED PUBLIC ACCOUNTANT
ACCOUNTING, AUDITING, TAX PREPARATION**

255 West 36 Street, 15th Floor
New York, NY 10018
Tel: 212-947-6787
Fax: 212-947-6844

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
Reliance Communications International Inc
570 Lexington Avenue, 38th Floor
New York, NY 10022

We have audited the accompanying balance sheet of Reliance Communications International Inc as of March 31, 2008 and the related statements of operations and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements enumerated above present fairly, in all material respects, the financial position of Reliance Communications International Inc. as of March 31, 2008 and the results of its operations and its cash flows for the year ended March 31, 2008 are in conformity with accounting principles generally accepted in the United States of America.



New York, New York
April 18, 2008

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
BALANCE SHEET
AS OF MARCH 31, 2008 AND MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
ASSETS		
Current assets:		
Cash	3,914,757	2,050,483
Accounts receivable	7,544,358	5,987,798
Other current assets	14,352,716	11,551,591
Total current assets	<u>25,811,831</u>	<u>19,589,872</u>
Deposits	5,530	5,530
Total assets	<u>25,817,361</u>	<u>19,595,402</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	19,337,698	16,648,567
Unearned Income	1,257,774	865,394
Provison of Tax	1,385,547	159,497
	<u>21,981,019</u>	<u>17,673,458</u>
Stockholders' equity		
Common stock - no par value, 1000 shares authorized; 100 shares issued and outstanding	10,000	10,000
Retained earnings	3,826,342	1,911,944
Total stockholders' equity	<u>3,836,342</u>	<u>1,921,944</u>
Total liabilities and stockholders' equity	<u>25,817,361</u>	<u>19,595,402</u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
STATEMENT OF OPERATIONS AND RETAINED EARNINGS
YEAR ENDED MARCH 31, 2008 & MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
Revenue from operations	139,248,342	161,187,668
Cost of operation	(127,300,981)	(150,268,937)
Gross profit	<u>11,947,361</u>	<u>10,918,731</u>
General and administrative expenses	8,806,944	8,697,034
Operating net income (loss)	<u>3,140,417</u>	<u>2,221,697</u>
Interest income	31	864
Interest expense	-	-
Income before taxes on income	<u>3,140,448</u>	<u>2,222,561</u>
Taxes on income:		
Current	1,226,050	353,271
Deferred	-	-
	<u>1,226,050</u>	<u>353,271</u>
Net Income	<u>1,914,398</u>	<u>1,869,290</u>
Retained earnings, beginning of year	1,911,944	42,654
Retained earnings, end of year	<u><u>3,826,342</u></u>	<u><u>1,911,944</u></u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
STATEMENT OF CASH FLOW
YEAR ENDED MARCH 31, 2008 & MARCH 31, 2007

	March 31, 2008 (in USD)	March 31, 2007 (in USD)
Cash flows from operating activities:		
Net Income	1,914,398	1,869,290
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	-	-
Changes in:		
Accounts receivable	(1,556,560)	(826,923)
Prepaid taxes and other current assets	(2,801,125)	6,005,516
Deposits	-	-
Non current assets	-	-
Accounts payable and accrued expenses	4,307,561	(6,630,016)
 Net cash used in operating activities	<u>1,864,274</u>	<u>417,867</u>
Cash flows from investing activities:		
Purchases of property and equipment	-	-
Investment and loan	-	-
 Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from Financing Activities:		
Loan Payable	-	-
Common Stock	-	-
 Net cash used in Financing Activities	<u>-</u>	<u>-</u>
 Net increase in cash and cash equivalents	1,864,274	417,867
Cash and cash equivalents - beginning of year	2,050,483	1,632,615
 Cash and cash equivalents - end of year	<u>3,914,757</u>	<u>2,050,483</u>
 Supplemental disclosure of cash flow information:		
Cash paid during the year for income taxes	212,712	67,533

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.**Notes to Financial Statements****March 31, 2008****NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Reliance Communications International, Inc. (the "Company") is a Delaware corporation incorporated on September 29, 2003 as a wholly owned subsidiary of Reliance Communications, Inc. The new Company provides international telecommunication services between the United States and foreign points.

[1] Cash and cash equivalents:

The company considers all highly liquid accounts (money market funds) and investments with a maturity of three months or less when acquired as cash equivalents.

[2] Revenue recognition:

International Voice and Data revenue is recognized as services are performed.

[3] Income taxes:

This liability method will be used in accounting for income taxes for the future years. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. As of March 31, 2008 there are no timing differences.

[4] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[5] Transfer pricing:

Transfer pricing is based on provisions contained in US transfer pricing regulations and Organization for Economic Co-operation & Development (the OECD guidelines). Accordingly Reliance Communications International Inc. would retain 7% mark up on the cost incurred.

[6] Other current assets:

The amount includes receivables from group companies for \$ 13,991,553

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

MARCH 31, 2007

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

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DEV M. KINI, CPA, CFP.,
CERTIFIED PUBLIC ACCOUNTANT
ACCOUNTING, AUDITING, TAX PREPARATION

MANHATTAN OFFICE

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INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholder
Reliance Communications International, Inc.
570 Lexington Avenue, 36th Floor
New York, NY 10022

We have audited the accompanying balance sheet of Reliance Communications International Inc. as of March 31, 2007 and the related statements of operations and retained earnings and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements enumerated above present fairly, in all material respects, the financial position of Reliance Communications International, Inc. as of March 31, 2007 and the results of its operations and its cash flows for the year ended March 31, 2007 are in conformity with accounting principles generally accepted in the United States of America.


New York, New York
April 20, 2007

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
BALANCE SHEET
AS OF MARCH 31, 2007 AND MARCH 31, 2006

	March 31, 2007 (in USD)	March 31, 2006 (in USD)
ASSETS		
Current assets:		
Cash	2,050,483	1,632,615
Accounts receivable	5,987,798	5,160,875
Other current assets	11,551,591	17,557,107
Total current assets	<u>19,589,872</u>	<u>24,350,597</u>
Pre-startup cost	-	-
Deposits	5,530	5,530
Total assets	<u><u>19,595,402</u></u>	<u><u>24,356,127</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	16,808,064	24,303,473
Unearned income	865,394	-
	<u>17,673,458</u>	<u>24,303,473</u>
Stockholders' equity		
Common stock - no par value, 1000 shares authorized; 100 shares issued and outstanding	10,000	10,000
Retained earnings	1,911,944	42,654
Total stockholders' equity	<u>1,921,944</u>	<u>52,654</u>
Total liabilities and stockholders' equity	<u><u>19,595,402</u></u>	<u><u>24,356,127</u></u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
 STATEMENT OF OPERATIONS AND RETAINED EARNINGS
 YEAR ENDED MARCH 31, 2007 & MARCH 31, 2006

	March 31, 2007 (in USD)	March 31, 2006 (in USD)
Revenue from operations	161,187,668	153,931,445
Cost of operation	(150,268,937)	(143,415,429)
Gross profit	<u>10,918,731</u>	<u>10,516,016</u>
General and administrative expenses	8,697,034	8,657,834
Operating net income (loss)	<u>2,221,697</u>	<u>1,858,182</u>
Interest income	864	30,815
Interest expense	-	-
Income before taxes on income	<u>2,222,561</u>	<u>1,888,997</u>
Taxes on income:		
Current	353,271	9,497
Deferred	-	-
	<u>353,271</u>	<u>9,497</u>
Net income	<u>1,869,290</u>	<u>1,879,500</u>
Retained earnings, beginning of year	42,654	(1,236,846)
Retained earnings, end of year	<u>1,911,944</u>	<u>42,654</u>

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.
STATEMENT OF CASH FLOW
YEAR ENDED MARCH 31, 2007 & MARCH 31, 2006

	March 31, 2007 (in USD)	March 31, 2006 (in USD)
Cash flows from operating activities:		
Net Income	1,869,290	1,879,500
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	-	-
Changes in:		
Accounts receivable	(826,923)	(1,935,719)
Prepaid taxes and other current assets	6,005,516	(17,506,577)
Deposits	-	(2,030.00)
Non-current assets	-	-
Accounts payable and accrued expenses	(6,630,016)	16,986,995
Net cash used in operating activities	<u>417,867</u>	<u>(577,831)</u>
Cash flows from investing activities:		
Purchases of property and equipment	-	-
Investment and loan	-	-
Net cash used in investing activities	<u>-</u>	<u>-</u>
Cash flows from Financing Activities:		
Loan Payable	-	-
Common Stock	-	-
Net cash used in Financing Activities	<u>-</u>	<u>-</u>
Net increase in cash and cash equivalents	417,867	(577,831)
Cash and cash equivalents - beginning of year	1,632,615	2,210,446
Cash and cash equivalents - end of year	<u>2,050,482</u>	<u>1,632,615</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for income taxes	67,533	222,785

See notes to financial statements

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

Notes to Financial Statements
March 31, 2007

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reliance Communications International, Inc. (the "Company") is a Delaware corporation incorporated on September 29, 2003 as a wholly owned subsidiary of Reliance Communications, Inc. The new Company provides international telecommunication services between the United States and foreign points.

[1] **Cash and cash equivalents:**

The company considers all highly liquid accounts (money market funds) and investments with a maturity of three months or less when acquired as cash equivalents.

[2] **Revenue recognition:**

International Voice and Data revenue is recognized as services are performed.

[3] **Income taxes:**

This liability method will be used in accounting for income taxes for the future years. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. As of March 31, 2007, there are no timing differences.

[4] **Use of estimates:**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[5] **Transfer pricing:**

Transfer pricing is based on provisions contained in US transfer pricing regulations and Organization for Economic Co-operation & Development (the OECD) guidelines. Accordingly, Reliance Communications International, Inc. would retain 7% mark up on the cost incurred.

[6] **Other current assets:**

The amount includes receivables from group companies for \$ 10,650,426.

Annex-5

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Balance Sheet as on 30th Sep 2007

		USD	USD
	Sch	As at 30th Sep 2007	As at 31st March 2007
<u>SOURCES OF FUNDS</u>			
Shareholders Funds			
Share Capital	A	10 000	10 000
Reserve & Surplus		30 60 810	19 11 944
TOTAL		30 70 810	19 21 944
<u>APPLICATION OF FUNDS</u>			
Current Assets, Loans and Advances	B		
Current Assets			
Cash and Bank Balances		35 00 441	20 50 483
Sundry Debtors		66 49 451	59 87 798
Other Current Assets		2 49 66 351	1 05 90 428
Loans and Advances		9 66 693	9 66 693
		<u>3 61 02 936</u>	<u>1 56 95 402</u>
Less : Current Liabilities and Provisions	C		
Current Liabilities		3 28 72 630	1 75 13 981
Provisions		<u>1 59 497</u>	<u>1 59 497</u>
		<u>3 30 32 126</u>	<u>1 76 73 458</u>
Net Current Assets		30 70 810	19 21 945
TOTAL		30 70 810	19 21 945
Significant Accounting Policies	G		
Notes on Accounts	H		
As per our report of even date		For and on behalf of the Board	
For Pathak H.D. & Associates			
Chartered Accountants			
Vitash D. Gandhi		Prakash Shenoy	
Partner		Director	
Mumbai			
Dated 29th April, 2007			

RELIANCE COMMUNICATIONS INTERNATIONAL INC.
Profit and Loss Account for the year ended 30th Sep 2007

	Sch	USD April-07 to Sep-07	USD April 2006 to March 2007
INCOME			
Service Income	D	6 97 55 518	16 11 87 668
		<u>6 97 55 518</u>	<u>16 11 87 668</u>
EXPENDITURE			
Network Operating Expenses	E	6 54 47 496	15 02 68 937
General & Administration Expenses	F	31 59 188	86 97 034
		<u>6 86 06 684</u>	<u>15 89 65 971</u>
Operating Profit before Interest		<u>11 48 834</u>	<u>22 21 597</u>
Finance Charges			
Interest Income		(31)	(864)
Profit/(Loss) after Interest		<u>11 48 865</u>	<u>22 22 561</u>
Less: Provision for Current Tax		<u>8 53 271</u>	<u>3 53 271</u>
Profit/(Loss) after Tax		<u>11 48 855</u>	<u>18 69 291</u>
Add: Balance brought forward Profit/(Loss) from last year		<u>19 11 945</u>	<u>42 654</u>
Balance carried to Balance Sheet		<u>30 60 810</u>	<u>19 11 944</u>
Basic and Diluted Earning Per Share		11 489	

Significant Accounting Policies
Notes on Accounts

G
H

As per our Report of even date

For and on behalf of the Board

For Pathak H.D. & Associates
Chartered Accountants

Vitesh D. Gandhi
Partner

Prakash Shenoy
Director

Mumbai
Dated: 29th April, 2007

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Cash Flow Statement Annexed to the Balance Sheet

CASH INFLOWS	YTD Sep 2007 USD
CASH FLOW FROM OPERATING ACTIVITIES:	
Net Profit / (Loss) before tax as per Profit and Loss Account	11 48 865
Adjusted for	
Provision for Current Taxation	
Operating Profit before Working Capital Changes	11 48 865
Adjusted for	
Receivables	(6 61 663)
Trade Advances	
Trade Payables & Provisions	1 53 58 669
Other Current Assets	(1 43 95 924)
Cash Generated from Operations	14 49 958
Net Cash from Operating Activities	<u>14 49 958</u>
CASH OUTFLOWS FROM INVESTING ACTIVITIES	
Net Cash from Investing Activities	<u>-</u>
CASH FLOW FROM FINANCING ACTIVITIES:	
Net Cash from Financing Activities	<u>-</u>
Net Increase / (Decrease) in Cash and Cash Equivalents	14 49 958
Opening Balance of Cash and Cash Equivalents	20 50 483
Closing Balance of Cash and Cash Equivalents	<u>35 00 441</u>

As per our report of even date

For and on behalf of the Board

For Pathak H.D. & Associates
Chartered Accountants

Vitesh D. Gandhi
Partner

Prakash Shenoy
Director

Mumbai
Dated: 25th April, 2007

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Balance Sheet

SCHEDULE A	USD As at 30th Sep 2007	USD As at 31st March 2007
SHARE CAPITAL		
Authorised Capital		
1 000 Equity Shares of USD 100 each (1 000)	1 00 000	1 00 000
	<u>1 00 000</u>	<u>1 00 000</u>
Issued,Subscribed and Paid-up		
1 00 Equity Shares of USD 100 each fully paid up	10 000	10 000
Note: All the above Equity shares as referred are held by Reliance Communications Inc, the Holding Company which is a Subsidiary of Reliance Communication Limited, the Ultimate Holding Company	<u>10 000</u>	<u>10 000</u>

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Balance Sheet

SCHEDULE B	USD As at 30th Sep 2007	USD As at 31st March 2007
RESERVES & SURPLUS		
Profit & Loss Account	30 60 810	19 11 944
	<u>30 60 810</u>	<u>19 11 944</u>

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Balance Sheet

SCHEDULE B

CURRENT ASSETS, LOANS AND ADVANCES

USD
As at
30th Sep 2007

USD
As at
31st March 2007

A. CURRENT ASSETS

Cash and Bank Balances

Balances with Banks

In Current Account

35 00 441

20 50 483

35 00 441

20 50 483

Sundry Debtors

Over Six months

Considered Good

14 39 859

8 32 896

Considered Doubtful

14 39 859

832 896 00

Others

Considered Good

52 09 592

51 54 902

Considered Doubtful

52 09 592

51 54 902

66 49 451

59 87 798

Other Current Assets

2 49 86 351

1 05 90 428

2 49 86 351

1 05 90 428

B. LOANS AND ADVANCES (Unsecured considered good)

Advances recoverable in cash or in kind or for the value to be received

6 00 000

6 00 000

Deposits

6 530

5 530

Advances Tax

3 61 163

3 61 163

9 66 693

9 66 693

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Balance Sheet

SCHEDULE C	USD As at 30th Sep 2007	USD As at 31st March 2007
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors		
- Dues to Small Scale Industrial Undertakings	1,56,65,366	6,430,798.30
- Dues to others		
Advances from Customers	69,16,564	7,202,666.21
Other Liabilities	1,03,01,700	3,880,496.78
	<u>3,28,72,630</u>	<u>1,75,13,961</u>
PROVISIONS		
Provision for Income Tax*	1,59,497	159,496.52
	<u>1,59,497</u>	<u>1,59,497</u>

* Net of Advance Tax & Tax Deducted at Source

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Profit and Loss Account

	USD	USD
SCHEDULE D	April-07 to Sep-07	April06 to march07
SERVICE INCOME		
Reliance IndiaCall		
Post Paid	1 29 29 280	3 54 05 990
Prepaid	5 47 15 155	12 21 77 569
Local Loop Income	21 39 103	36 04 109
	<u>6 97 55 518</u>	<u>16 11 67 668</u>

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Profit and Loss Account

SCHEDULE E	USD	USD
	April-07 to Sep-07	April06 to march0
NETWORK OPERATING EXPENSES		
Charges for Commercial Support Service	27 74 653	4 48 97 078
Whole Traffic cost	24 86 397	8 85 81 917
Licence and Application	12 61 552	
Toll free Access	74 24 241	1 38 04 122
Circuit Charges	15 00 653	29 85 820
	6 54 47 496	15 02 68 937

RELIANCE COMMUNICATIONS INTERNATIONAL INC.

Schedules forming part of the Profit and Loss Account

	USD	USD
	April-07 to Sep-07	April06 to march
SCHEDULE F		
GENERAL AND ADMINISTRATIVE EXPENSES		
Merchant Bank Charges	21,04,384	54,26,880
Call Center Expenses	4,61,708	9,31,245
	2,12,121	9,10,437
Advertisement Expenses	6,16,634	9,06,874
Professional Fees	7,500	1,20,235
Legal Fee	48,000	2,94,722
Credit verification Agency Fees		40,106
Collection Agent's Commission		40,166
Travelling - Inland		2,275
Audit Fees		7,500
Bank Charges		701
Telephone Expenses	1,060	855
Other Miscellaneous	3,21	15,038
	31,59,488	96,97,034

RELIANCE COMMUNICATIONS INTERNATIONAL, INC.

SCHEDULE G

SIGNIFICANT ACCOUNTING POLICIES :

Basis of preparation of financial statements :

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

2 Use of Estimates :

The presentation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the consolidated financial statements and the reported amount of revenues and expenses.

3 Revenue recognition :

Voice, Data revenue and Other Income is recognised on accrual basis.

4 Transfer Pricing

Transfer pricing is based on provision contained in US transfer pricing regulations and Organisation for Economic Co-operation & Development (the OECD guidelines). Accordingly Reliance Communications International Inc. would retain 7 % Mark up in the cost.

Schedule H

Notes on Accounts

	USD
1 Earnings per share	April to July07
Profit / (loss) after tax and extra ordinary item (USD)	11,48,865.35
Weighted average number of equity shares	100
Nominal value per equity share (USD)	100
Basic earning per equity share (USD)	11,488.65
	As at 31st July,
	2007
	USD
2 Contingent Liabilities	Nil

Schedule H (Contd)

Notes on Accounts

3 Related Party Transactions:

As per the Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

i List of Related parties with whom transactions have taken place and relationships

Sr. No.	Name of the Related Party	Relationship
1	Reliance Communications Ltd.	Holding Company of Reliance Gateway Net Ltd
2	Reliance Gateway Net Limited	Holding Company of Reliance Infocomm BV
3	Reliance Infocomm BV	Ultimate Holding Company
4	Reliance Communications Inc	Holding Company
5	Reliance Communications Infrastructure Ltd	Fellow Subsidiary
6	Reliance Communications (Australia) Pty. Ltd	Fellow Subsidiary

ii Transactions with related parties

Sr. No.	Nature of Transactions	Ultimate Holding	Holding	Subsidiaries	Fellow
A	Unsecured Loans	-	-	-	-
B	Investments	-	-	-	-
C	Sundry Debtors as on 31st March 2007	-	-	-	-
D	Loans and Advances				
	Opening Balance	-	-	-	4 94 535
	Given during the year	7 56 69 843	-	-	14 06 266
	Returned during the year	6 67 10 030	-	-	23 928
	Closing Balance	87 11 405	-	-	16 79 023
E	Sundry Creditors as on 31st March 2007	-	40 09 667	-	-
F	Income	-	-	-	-
G	Other Income	-	-	-	-
H	Expenditure				
	Network operation expens	4 51 05 168	9 03 68 993	-	-
	General and Administration	-	-	-	40 166

Note :

1 Related Party relationship is as identified by the Company and relied upon by the Auditors

Schedule H (Contd)

Notes on Accounts

Significant Related Party Transactions

- 1 Loans and Advances include USD 87 11 405/- amount due from ultimate Holding Company Reliance Communications Limited. It also includes Rs 63 040/- amount due from fellow subsidiary Reliance Communications Australia Pty Ltd and USD 18 15 963/- due from fell
- 2 Sundry Creditors include USD 40 09 667/- payable to Holding Company Reliance Communications Inc.
- 3 Network Operating Expenses paid to Ultimate Holding Company Reliance Communications Ltd USD 4 51 08 158/- and to Holding Company Reliance Communication Inc USD 9 03 68 993/-.

As per our report of even date

For Pathak H.D. & Associates
Chartered Accountants

For and on behalf of the Board

Vitesh D. Gandhi
Partner

Prakash Shenoy
Director

Mumbai
Dated 29th April 2007

ATTACHMENT E

RELIANCE COMMUNICATIONS, INC
Profit & Loss
April through December 2007

	<u>Apr - Dec 07</u>	<u>Jul '06 - Mar 07</u>
Ordinary Income/Expense		
Income		
Bandwidth / Port Charges	4,745,315.00	5,611,574.00
Wholesale Traffic Services		
Inbound to US	4,730,216.81	10,638,307.52
Outbound to India	111,224,157.01	114,703,122.08
RC HK Inbound	1,449,552.82	374,705.25
RC HK Outbound	54,873.96	41,922.01
RC UK Inbound	4,676,474.91	622,824.80
RC UK Outbound	1,985,593.88	1,923,978.77
Switching Inc for RIC Inbound.	75,653.82	69,136.53
Switching Inc for RIC Outbound	216,352.26	118,650.06
Wholesale Income from RCCI	2,057,178.58	2,524,637.42
Wholesale Income from RCI UK	985,464.78	809,733.01
Wholesale Income from RCII	62,820,750.08	61,442,014.46
World/India calling RC Aus	86,560.98	0.00
World/India calling RC New Zeal	2,429.66	0.00
Total Wholesale Traffic Services	<u>190,365,259.55</u>	<u>193,269,031.91</u>
Total Income	195,110,574.55	198,880,605.91
Cost of Goods Sold		
Circuit Charges	1,521,507.12	1,934,260.11
Wholesale Traffic Cost		
Inbound to US	26,458,350.23	23,856,946.99
Outbound to India	86,038,743.05	98,413,367.91
RC HK Inbound	1,392,279.56	367,257.93
RC HK Outbound	49,832.95	36,841.35
RC UK Inbound	2,570,366.96	429,485.88
RC UK Outbound	1,935,519.09	1,874,490.19
Switch.exp for RCII, RCCI, RC U	60,689,307.37	61,369,484.57
Total Wholesale Traffic Cost	<u>179,134,399.21</u>	<u>186,347,874.82</u>
Total COGS	<u>180,655,906.33</u>	<u>188,282,134.93</u>
Gross Profit	14,454,668.22	10,598,470.98
Expense		
Advertisement	1,190.00	0.00
Bandwidth Fee		
NSS	0.00	100,500.00
Orca Wave	0.00	8,558.00
Total Bandwidth Fee	<u>0.00</u>	<u>109,058.00</u>
Books and Periodicals	103.88	151.37
Business Conference Fees	33,103.43	46,038.30
Collection charges	0.00	31,050.12
Commision Charges	370.00	0.00
Computer Software	2,672.67	3,021.58

RELIANCE COMMUNICATIONS, INC
Profit & Loss
April through December 2007

	<u>Apr - Dec 07</u>	<u>Jul '06 - Mar 07</u>
Consulting Fee		
O & M		
Ericsson	223,448.22	223,922.24
Flag	1,062,126.90	604,640.27
Siemens	0.00	42,383.00
Total O & M	1,285,575.12	870,945.51
Consulting Fee - Other	0.00	5,000.00
Total Consulting Fee	1,285,575.12	875,945.51
Consumables	11,548.78	10,561.51
Credit Rating Fees	63.00	143.00
Education and Training	0.00	4,299.00
FCC/Gov filling fees	49,508.17	731,344.52
Freight	318.60	5,115.94
Internet Charges	8,241.55	1,008.91
Labor Charges	0.00	305.00
Leased Capacity Service Charges	1,546,624.25	1,828,738.32
Leased Ports	0.00	1,986.85
Management Expenses	0.00	57,827.47
Medical Expenses	9,966.37	10,352.61
Office Expenses	20,781.28	7,385.21
Office Rent		
Office Rent-NY	108,000.00	108,000.00
Total Office Rent	108,000.00	108,000.00
Payroll Processing Fees	1,694.50	1,810.62
Port, Signaling & Mux Charges	916,731.78	788,408.35
Pre-tax benefit processing fee	1,260.49	698.30
Rent		
NY Apartment	1,595.00	0.00
Total Rent	1,595.00	0.00
Salary		
Barbara	55,113.74	45,000.00
Chitra Pourana	12,250.00	31,500.00
Daniela	71,249.94	43,541.63
Fahim	6,249.99	37,499.94
Gerald Kirschner	112,500.00	73,942.31
Javier	67,861.50	50,999.94
Lord Peter	166,613.42	110,250.00
Michael P Sauer	396,988.50	281,250.00
Samir	60,663.08	45,000.00
Samuel	54,167.97	41,250.06
Siddharth Kothari	66,800.70	48,250.08
Tom Durkin	112,500.00	25,000.00
Viken Kabenjian	10,833.32	0.00
Virginia Luisi	35,673.47	31,083.35
Yelena Guseff	17,791.67	0.00

8:42 PM
01/09/08
Accrual Basis

RELIANCE COMMUNICATIONS, INC
Profit & Loss
April through December 2007

	<u>Apr - Dec 07</u>	<u>Jul '06 - Mar 07</u>
LA	99,164.00	92,250.00
LA 710 Suite	110,835.00	94,500.00
NYC	170,519.00	151,875.00
6290 · P O P Rent - Other	3,415.36	0.00
Total 6290 · P O P Rent	383,933.36	338,625.00
 6300 · Repairs		
Maintenance	0.00	50.00
6330 · Equipment Repairs	0.00	3,308.00
Total 6300 · Repairs	0.00	3,358.00
 6340 · Telephone	52,182.98	53,453.31
6350 · Travel & Ent		
Car Mileage	58.24	317.67
Car Rental	1,232.89	852.50
Hotel	45,090.99	38,646.09
Local Conveyance	1,925.26	1,160.37
Miscellaneous	24.77	639.83
Parking	3,979.12	6,227.09
Taxi/Cab	17,692.83	19,229.48
6360 · Entertainment	88,216.54	5,005.43
6370 · Meals	24,485.05	26,550.09
6380 · Travel	41,848.91	102,276.92
6350 · Travel & Ent - Other	4,006.13	2,245.72
Total 6350 · Travel & Ent	228,560.73	203,151.19
 6390 · Utilities		
Air conditioning services	8,182.49	3,532.34
LA	40,891.50	30,087.83
LA 710	98,075.00	116,557.91
NY	69,075.00	56,500.00
Total 6390 · Utilities	216,223.99	206,678.08
 6550 · Office Supplies	13,693.80	18,196.42
6560 · Payroll Expenses		
401K Employer Contribution	13,591.67	0.00
CA Sui	434.01	868.02
Fica / Medicare Expense	53,792.69	50,792.00
Futa Expense	4,259.03	914.66
NY Disability / Sui Expense	-42.77	3,206.30
Tax Adjustments	-303.88	5.80
Total 6560 · Payroll Expenses	71,730.75	55,786.78
 6820 · Taxes		
6840 · Local		
Local Loop Tax provision	0.00	200,000.00
NYC	5.47	110,993.29
6840 · Local - Other	0.00	3.75
Total 6840 · Local	5.47	310,997.04

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Accrual Basis

RELIANCE COMMUNICATIONS, INC
Profit & Loss
April through December 2007

	<u>Apr - Dec 07</u>	<u>Jul '06 - Mar 07</u>
6860 · State		
CA	0.00	106,903.82
NYCT3	0.00	113,532.28
NYCT3M	0.00	20,918.81
Total 6860 · State	<u>0.00</u>	<u>241,354.91</u>
6820 · Taxes - Other	115.92	99.12
Total 6820 · Taxes	<u>121.39</u>	<u>552,451.07</u>
Total Expense	<u>9,115,518.91</u>	<u>9,788,824.00</u>
Net Ordinary Income	5,339,149.31	809,646.98
Other Income/Expense		
Other Income		
7010 · Interest Income	2,905.39	5,930.98
Total Other Income	<u>2,905.39</u>	<u>5,930.98</u>
Other Expense		
Bad Debts	0.00	406,966.14
Total Other Expense	<u>0.00</u>	<u>406,966.14</u>
Net Other Income	<u>2,905.39</u>	<u>-401,035.16</u>
Net Income	<u>5,342,054.70</u>	<u>408,611.82</u>

ATTACHMENT F

MICHAEL P. SAUER

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C-LEVEL U.S. & GLOBAL TELECOM INDUSTRY OPERATIONS MANAGEMENT LEADER

**Strategic Analysis & Planning • Sales & Marketing • Finance • Corporate Negotiations
Foreign Governmental Partnerships • Vendor Relationships • Strategic Alliances
Merger & Acquisition Integration • Technology Application • Risk Management**

- ☐ Recognized for the singular background of representing a major U.S. telecom provider to foreign telecom companies worldwide – led operating agreement negotiations between MCI and foreign firms and implemented, maintained and integrated all jointly-offered products and services – unique among all but a couple of U.S. telecom providers in terms of revenue generation and cost savings.
- ☐ Valued for the ability to build a strong organization from acquired and merged entities – grew a strong, unified corporate culture through three different mergers.
- ☐ Able to attract, develop and retain highly qualified personnel at all levels and manage diversity across cultures, gender and age groups.

PROFESSIONAL HISTORY

MCI, New York, NY

2002 – Present

#2 US telecommunications service provider, formerly MCI WorldCom.

Senior Vice President, International Relations & Int'l Carrier Services, 2002 - Present

Direct worldwide correspondent services and business development. Total post merger company size was approximately 90,000, and is currently at about 45,000, post Chapter 11.

- Reorganized and managed a group of 330 people divided between overseas employees and contractors; the reorganization produced one of the best international telecom staffs in the world.
- Negotiated and executed IP data agreements with India and China.

Executive Vice President, International Relations, MCI/WORLDCOM, 2000 - 2002

Reported to the President of MCI, International Division for the global management, maintenance, and settlement of all telecommunications operating/termination agreements and all voice and data services. Directed a U.S. staff of 100, including six direct reports and 231 overseas employees and/or contractors.

- Negotiated all new international voice and data operating/termination agreements; generated \$576MM in revenue in 2000, \$711MM in 2001 and \$726MM in 2002, with EBITDA at 20% and SG&A of less than 12%.

Executive Vice President, International Relations, WORLDCOM, INC., 1995 - 2000

Held revenue responsibility for \$200-500MM. Managed a \$7MM expense budget and 62 people, including 10 direct reports.

- Negotiated and signed operating agreements with Cuba, People's Republic of China, and Germany.

IDB/WORLDCOM, INC., New York, NY

1992 – 1995

Originally LDDS, a long distance carrier formed in 1983, grown through merger and acquisition into the #4 US long-distance company.

Executive Vice President, International Relations, 1994 – 1995

Organized and managed a group of 62 people, both overseas and domestically, to handle all WORLDCOM INT'L business with over 200 countries and revenues beginning in 1995 at the \$200MM level, which grew \$576MM in 2000.

Vice President, International Relations and Carrier Services, 1993 - 1994

Reported to the President of IDB/WorldCom for the management of inbound and outbound international telecommunications traffic for the development of telephone operating agreements. Managed a \$5MM expense budget and 46 people, including 6 direct reports

- Signed and negotiated operating agreements with Canada, Brazil, Spain and Israel in 6 months.
- Increased revenues 20% during the first two quarters of 1993.
- Increased minutes 38% during the same period.

Director, International Relations, 1992

Reported to the President of IDB/WorldCom for the management of 10 foreign agents and the development of international telephone operating agreements.

- Developed and implemented management program for agents in Japan, Hong Kong, Australia, Singapore, Korea, Brazil, Venezuela, Argentina, the U.K. and France.
- Signed and negotiated operating agreements with Hong Kong, Australia, New Zealand and the U.K.

WORLD COMMUNICATIONS, INC., New York, NY

1989 – 1991

Area Sales Manager, International Switched Services, 1991**Manager, Marketing Services and Support, 1989 - 1991****ITT COMMUNICATIONS SERVICES, INC., Secaucus, NJ**

1982 - 1989

Regional Manager**EDUCATION****B.A., Economics, Rutgers University, Newark, NJ**

1978

Tom P. Durkin

Office: 201-684-1322

email: tom.durkin@ril-usa.com

PROFESSIONAL EXPERIENCE

Reliance Communications February 2007 to present

Vice President Business Developments

Provide technical and business support for new services and products for Reliance's voice business. Evaluate and recommend companies and technologies for enhancing margins and efficiencies into the current operations.

MHC-Services, Inc February 2003 – February 2007

President and Principal

Communication and Information Technology consulting for a wide list of clients – Velocita (AT&T), Southeastern University Research Association (SURA), National Lambda Rail (NLR), Legacy Partners, National Science Foundation (NSF), Microcomputer Center of North Carolina (MCNC), Tycom (VSNL), DataCom, Internews, Reliance InfoCom, DP Facilities, Geographic Network Affiliates-International (GEO), Northern Lightrail (NLR), Internet Education Equal Access Foundation (IEEAF) and Prime Carrier.

Work with the educational community of North America in developing broadband solutions, with such organizations as SURA, CENIC, Internet-2, Educause and CANARIE and developed the 16 State Crossroads network plan for SURA after being awarded a two-year contract.

Provided network due-diligence on all terrestrial national fiber infrastructure providers and co-authored the final report grading these providers in the USA and their capabilities. This included visiting network PoPs and repeater huts documenting findings and providing site surveys on existing and missing support infrastructure.

Provide business development and sales consulting for a software company, Prime Carrier, a software developer of Operations and Business Support Systems (OSS/BSS). Currently and for the past two years, the single point of contact for their North America Operations. Potential target customers are broadband, wire-line and wireless network providers supporting both content and transaction based services. Interacted skillfully with senior management (inclusive of CEOs, CFOs, CTOs, COOs, CIOs) in successfully promoting the products and business interests of Prime Carrier in North America and presenting comprehensive IT options to complex business tasks.

Provide support services to the IEEAF a non-profit 501c3 organization that enables global research and education networks across 17 time zones comprising international bandwidth in submarine cable systems at 10 Gb/s speeds and terrestrial dark fiber.

GEOGRAPHIC NETWORK AFFILIATES, Int'l (GEO)

Executive Vice President and Chief Technology Officer- May 2000 – February 2003

Provided technical consulting services to GEO's clients and as a Real Estate Developer directed the network infrastructure planning for Technology Parks and client specific Internet Data Centers. This includes existing building conversions to data center support-space and the design and implementation of new infrastructure for technology enhanced buildings with the capability of supporting high-availability communication services. This is facilitated and coordinated through a set of partnerships and affiliations that provide high quality, low cost solutions to clients in data processing and communication organizations, multinational corporations, the global Academic Research and Education Community and Governments. This extended to the evaluation of existing terrestrial fiber and submarine cable systems, and recommendations for the implementation of cost effective solutions on regional, national and international network projects fulfilling Real Estate clients technical and commercial business requirements.

PACIFIC GATEWAY EXCHANGE (PGE) – 1996 - 2000

Senior Vice President of Engineering and Project Management – April 99 – May 00

Responsible for the continued expansion of voice and data sites for PGE's global network in Europe, North America, Australia and Asia and obtaining the appropriate Telecom licenses in each of the countries. This included finding the appropriate sites, staffing, site build-out, fiber interconnection into new buildings and provisioning the network elements to connect into the company's existing network infrastructure. The selection and purchasing of switching (TDM & Packet) platforms, SONET/SDH muxs, Digital Cross-connect Systems, routers and other network related equipment. Found complementary network solutions through other network providers in different countries and negotiated interconnect agreements.

Attended Submarine cable meetings for planning and implementing backhaul solutions from cable landing stations and domestic network infrastructure. Worked with vendors and construction companies in the planning of a Pan-European SDH network and the feasibility of a build/lease business case for Japan. Evaluated and recommended the implementation of VoIP solutions in the voice network on a number of international routes in South America and evaluated local breakout opportunities. Helped launch Onyx, the company's global Internet Service Provider (ISP) that had a significant number of peering agreements at key Internet exchange hubs in Europe, Asia and the USA.

Vice President Engineering and Operations 1996 - April 1999

Started with the company when PGE had only two small collocation sites in LA and NY. This was a pre - IPO opportunity and a successful IPO in mid 1996. Coordinated the growth and eventual move of four in-service Nortel 250/300/GSP switch locations into new larger company leased switch sites. Managed the move of all related facilities and the successful network turn-up of traffic routes with dedicated and switched access customers.

Directed PGE's entrance into the European Telecommunication's market and was instrumental in growing this venture into a successful \$70M hubing business.

Responsibilities included all operational sites on network and staff for faults, trouble resolutions, switch translations and network operation's center. Planned and reviewed technical matters related to running the network and switches prior to implementation. This included ITU & ANSI protocols for selection of the most flexible "SS7" signaling protocols inclusive of Signal Transfer Points (STPs) between switch nodes. Introduced billing transfer network links from remote sites over a TCP/IP WAN infrastructure into our Dallas processing/rating center for invoicing and generating network management reports that tracked network utilization.

WorldCom 1993 - 1996

Vice President of Engineering and Operations 1994 – 1996

The focus was on international bilateral (49) agreements that were in place and the expansion of new countries such as the Cuba and China markets that required country visits with technical staff for interconnect specifications. Settlement process and traffic exchange procedures were reviewed on a continuous basis with oversea PTTs (incumbent telecom providers).

This overall responsibility was for the International Gateway Exchanges in the US related to design, implementation and operation of the international switched network. This international engineering department had a budget of \$35M for capital expansion of the international satellite and submarine network inclusive of LDDS and WITel's overseas' switched traffic. Also expanded the initial PoPs into full featured technical sites in London, UK & Frankfurt, Germany with Nortel gateway switches that bypassed the PTT's switched network.

IDB WorldCom

Vice President of Engineering and Operations 1993-1994.

IDB acquired TRT/FTCC in January 1993. During this period the company expanded into the Caribbean and Mexico. Had project responsibility for three cross-border (US-Mexico) fiber builds from US into Mexico (Telemex & Telnor) and interconnect into 12 International Switching Exchanges (ISCs) in Mexico at 135Mb/s level using C7 (ITU variant) as a signaling protocol.

Oversaw circuit-switched telephone network maintaining bi-lateral agreements with international PTT's. These services included terminal and transit traffic, calling cards, operator services, International Toll Free service (ITFS) originating overseas, 800 domestic, Feature-Net-VPN and eventual International callback platforms. This included a staff of programmers for callback services and projects related to local breakout as an alternative to traditional bilateral agreements enhanced with a programmable Unix (Host) platform. During this period expanded the international gateways to include sites in Houston and Los Angeles into a meshed interconnected network to enhanced cost effectiveness and service reliability.

TRT/FTC Communications 1987 - 1993

Director of Engineering and Operations

TRT and FTCC merged in 1989. Managed the merger of site personnel and equipment for the company's NY international gateway and the integration of the network and billing systems. This included the carrier and retail provisioning which was integrated into a single database.

Responsible for engineering and operational staff in NY for switch and private line services. This included the network traffic group responsible for maintaining the network size for trunks at 10% above trunk occupancy, at each of Bell's Access Tandem for switched access, and maximizing the busy-hour usage of international network trunks. This monitoring of network performance (traffic engineering) resulted in

recommendations of international and domestic purchasing of network capacity (E-1 & T-1 facilities).

FTC Communications

Manager of Operations 1987-1989

Responsible for all switch related services including billing, provisioning, upgrades, field service and DMS 300/250 switches. Helped develop a network plan for expansion of services both domestically and internationally for switched services. While the company was in transition from private lines, telex and packet switching to circuit switched services, helped develop billing algorithms for correct invoicing with MIS department.

Argo Communications

Manager of Operations and International Voice/Data Services 1986-1987

FTC acquired Argo International when Argo filed for bankruptcy. Duties included turning-up the first international operating agreement to France after AT&T and maintaining the NY Gateway switch site and related peripherals.

TELESPHERE - 1982 - 1986

Manager of Operations Northern Region - 1982 - 1986

Maintained the DEX 400 national telephone switches manufactured by Digital Switch Corp in Richardson, Texas. The sites included NYC (Empire State Building), Garden City, NY and Philadelphia, PA.

Recognition Equipment Incorporated (REI)

Senior Supervisor Field Engineering 1979- 1982

Responsible for maintaining banking equipment for clearing house activities inclusive of optical scanners (OCRs), check processing main frames (computers), data capture devices for long term storage and isolating data network problems. Banks included Citibank, EAB, Chemical, Chase, NBNA and the United States Federal Reserve.

Education:

City College of New York City School of Engineering

New York University Telecommunications Management - Certificate

Queens College Computer Engineering Technology - Degree

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E-mail: peter_lord@ril-usa.com

CAREER SUMMARY AND OBJECTIVE

Extensive commercial background in telecommunications, with extensive offshore experience working with entities in India and Latin America. Breadth of product knowledge covers all aspects of voice and data services. Global relationships with traditional telecom players, pan-regional carriers and niche providers. Ideally positioned to identify the strategic and tactical opportunities available to companies looking to capitalize on the economics of the redefined telecom space.

EDUCATION

The College of William & Mary
Williamsburg, Virginia
BA - 89
Government

George Mason University
Arlington, Virginia
MA - 94
International Transactions

LANGUAGE SKILLS

English/Spanish (fluent read/write)

DUAL NATIONALITY

United States and European
Community (UK)

PROFESSIONAL EXPERIENCE

04 to Vice President of Marketing
Current Reliance Communications, Inc.

Manage North American voice business for Reliance Infocomm (<http://www.relianceinfo.com>) - wholly owned telecommunications subsidiary of Reliance Industries Limited - India's largest private sector company (<http://www.ril.com>). Position involves growing the profitability of the existing wholesale and retail voice business units, while selectively adding new wholesale partners who fit the strategic and credit risk profiles we desire. Since our entrée into the North American market two years ago, Reliance has grown to become the largest licensed carrier for Indian voice termination in the world (~US\$400 M/annum), with volumes of ~300 M minutes in April 05. Also responsible for developing our switched hubbing business within the Americas region, as well as for managing the cost structure associated with our North American retail and wholesale products. Other duties involve managing Reliance's wholesale voice purchasing within the North American carrier market, coordinating all operations related activities in support of the aforementioned wholesale and retail business units and having P&L responsibility for our North American voice business.

03 to FiberNet Telecom Group, Inc.
04 Managing Director, Global Sales

Brokered buy/sell voice deals between domestic and international voice carriers with points of presence on FiberNet's network in New York and New Jersey in order to drive increased sales of local access services for interconnecting said locations (think Arbinet with a local access network but without the membership fees). Developed and marketed a "virtual hub" product which allows voice carriers without a physical presence in NY to connect to FiberNet in remote cities via type 2 service providers, with FiberNet then providing multiplexing services and tail circuits in NY to facilitate cost effective carrier interconnects at the local level. Marketed said product to the Latin American voice carrier community in particular. Consistently contributed to teams incremental net revenue target of 100K/mo.

02 to Last Mile Connections, Inc.
03 Vice President, Strategic Accounts

Marketed and sold international voice, local access and IP transit services to large wholesale customers (both domestic and international) in the New York/New Jersey Metro area. Business model was based on the concept of aggregating the buyers and sellers in each market via a single physical exchange so as to be able and take advantage of market based pricing on a semi-real time basis, as well as the synergies that

exist between the client's transport and application layer requirements. Grew sales revenue from 0 to US\$3M in first year of operations.

01 to Universal Access, Inc.
02 Managing Director
 International

C-level (i.e. CEO, CFO, COO) point of contact for wholesale voice carriers that utilized Universal Access (UAI) to outsource their US based off-net transport requirements for both long haul and local access connectivity. Business model centered around UAI's ability to leverage existing capital intensive networks with whom they maintained physical connectivity via multiple "meet me room" type locations across the U.S. in order to provide greater speed to off-net requirements at a greatly reduced cost to our clients, this as a result of our aggregate buying power with each of the network vendors. Other related offerings included managed services, embedded off-net circuit base cost optimization and capital expenditure consulting. Primary responsibilities involved bringing said services to the attention of offshore wholesale voice clients with limited points of presence in the U.S. in order to achieve established corporate objectives for gross sales (US\$2-3M/mo.), margin (25%) and profitability (US\$500-750K/mo.)

00 to Morgan Stanley & Co.
01 Associate, Bandwidth Trading and Risk Management
 Commodities Department - Fixed Income Division

Structured deal marketer for wholesale commodity trading team. Worked to identify how traditional risk management tools used in commodity markets such as oil & gas, electricity and precious metals can be applied to various aspects of the telecommunications industry (i.e. voice and data) in order to provide buyers and sellers with an alternative means of reducing their respective market risks. Risk management products evaluated included options (both calls and puts), index based swaps, futures and forward contracts. Specific telecom segments evaluated included wholesale voice, domestic/international long haul and metro capacity (lit as well as dark fiber) and IP Transit. Interaction with prospective clients involved extensive travel across North America, South America and Europe. Although cumbersome issues involving product fungibility, liquidity and standardization persist, viable trading models were identified that cater primarily towards the non-wholesale end of the industry, as well as to principle wholesale market participants with secure access to low cost network capacity.

98 to 00 Signal Global Communications
 Executive Director, Partnership Development & Sales
 Americas Region

Developed detailed sales forecasts and guided product rollout plans for pre-IPO company commercializing international facilities based voice/data network in the U.S. telecommunications/e-commerce marketplace. Product suite included wholesale packetized voice, wholesale international IP transit, variable bit rate (VBR) and constant bit rate (CBR) ATM data (both point to point and point to multi-point) and international collocation space services. Expanded U.S. carrier partnership base in order to meet \$12 Million annual sales goal, while also expanding off-net voice and data coverage. Sales quotas were consistently achieved, despite shifting market conditions.

97 to 98 Frontier Communications
 Director, International Carrier Relations
 & Business Development
 Americas Region

Identified, negotiated and oversaw the implementation of new low cost International Telephony routes in order to provide Frontier's three Product Marketing groups (Commercial, Consumer and Re-seller) with a sustainable below market cost advantage. Depending on the country involved, said solution would take the form of either a bilateral agreement with local PTT, a switched transit arrangement via an intermediate party and/or a direct arrangement via an in-country partner. Approximately US\$10 million in cost savings were achieved as a result of the aforementioned activities, as well as the impact said activities had on Frontier's heretofore exclusive provider of international switched voice service who agreed to drop their rates in order to maintain business. The reduced rates also allowed Frontier to increase its real profit margins on all voice services.

96 to 97 Teleglobe International Corp.
Area Manager, Andean Region
The Americas Region

Sold international voice and data services in Colombia, Ecuador, Peru, Bolivia, Venezuela and Guyana to both public (PTT) and private (alternate carrier/business) customers for this Teleglobe Canada financed start-up. Key offerings included international switched voice transit, refile, international private line (IPL), IP transit, international "paid" 1-800, callback, fiber optic cable system leases and sales (IRU), satellite broadcasting, collect calling and audiotext services. Coordinated all operational requirements in support of aforementioned services. Identified opportunities and negotiated commercial arrangements with local operators for obtaining cost-based termination of international telephony traffic within Region. Responsible for meeting operational plan objectives for both earned revenues and cost savings. Responsible for adequately forecasting all future network requirements. US\$7.5 million dollar revenue target was met initially via sales of international switched voice transit, voice refile and audiotext services into and out of the region. High demand for IP transit services eventually played a more important role in hitting said number. Significant accomplishments on the cost savings side contributed to the eventual establishment of an offshore regional presence in Bogotá, Colombia.

93 to 96 INTELSAT
Global Sales Director
Sales & Marketing

Sold long-term video lease services, contributing to annual multi-million dollar strategic revenue goals of the Global Broadcast and Special Services Sales Group. Planned sales strategies; developed sales leads; responded to customer inquiries. Negotiated and structured long-term video lease arrangements. Identified appropriate capacity to meet service requirements. Liaised with staff from Strategic Marketing on global broadcasting developments/market trends. Pursued opportunities for new product offerings and service enhancements and identified new markets for long-term video leases. Performed financial analyses for long-term video lease requirements, including traffic forecasting, market planning and budgeting. Aided potential customers in understanding INTELSAT's ordering procedures, applicable terms and conditions and any tariff incentives/discounts for which they might qualify. Formulated and delivered sales presentations on Intelnet/VSAT services for both shareholder and non-shareholder Customer audiences. Assisted current and potential Customers in understanding the INTELSAT earth station and transmission plan applications in order to facilitate the implementation of additional Intelnet/VSAT services.

92 to 93 TELECOM de Colombia
Telecommunications Project Manager/Marketing Consultant
Operations Division - Office of Marketing

Oversaw day-to-day management of a national telecommunications project in Colombia, South America involving 20 multinational clients. Duties included national and international networking requirements analysis, current vs. future capacity analysis, costing, scheduling and the subsequent presentation of a project management proposal for making the transition from an X.25 terrestrial packet switching network to a TDMA/SCPC VSAT network. Proposal offered a bandwidth dynamic (e.g. flexible/expandable) satellite solution to the need for reliable and secure multimedia integration of voice data and videoconferencing services via the use of VSAT earth stations, multiplexors and digital video compression equipment. Also functioned as intermediary between TELECOM de Colombia Senior Management and various telecommunications entities interested in doing business with TELECOM. Relevant duties included preparation and delivery of presentations to top management of various telecommunications groups (both inside and outside of Colombia) on behalf of the President of TELECOM de Colombia and other Senior Management Officials. Additional duties included analysis and evaluation of "Joint-Venture" proposals directed towards TELECOM from various multinational companies, as well as functioning as an ad-hoc Account Executive for multinational Clients based in the United States who did not have a permanent Account Executive assigned to them.

SIDDHARTH KOTHARI

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WORK EXPERIENCE

2003 - Present Finance Manager - Reliance Communications, Inc. New York, New York

- Commercial and Finance Manager for all Reliance US Group Companies
- In charge of Full Accounts Responsibilities for Five Companies of Reliance Group - Fortune 300 Corporation
- Implemented QuickBooks for all companies and also gave training across all Group Companies.
- Monthly, quarterly, half yearly and annual Reporting Responsibilities for all US based Companies
- Joined and started US operations in April 2003 and in 3 years achieved sales of \$ 500 million.
- SAP FICO as well as QuickBooks responsibilities for General Ledger, Accounts Receivables, Accounts Payables, Payroll, Bank Statement uploads, Journal entries, Fixes Asset Capitalization
- Interacted with Financial Institutions and also helped the Parent group processes facility for \$ 500 million US Exim Bank facility.
- Three years experience with FCC with 499A filings
- Estimated Tax Planning and Financial Forecasting
- Relationship Manager with Lawyers for all Trademark Registration, State registration filings for Federal, State and Local authorities
- Consolidation of accounts and its compilation and consolidated tax returns
- Intercompany Transfer Pricing experience for 2 years and Intercompany Settlement reconciliation with 15 group companies.
- SAP GL, Master Records, Accounts Receivable, Payables, Bank Processing, Bank Reconciliation, Vendor Reconciliation G/L clearing, Open periods, Close periods
- Payroll Administration and HR functions for 25 employees and Relationship Manager with PayChex.
- Relationship Manager for Offshore IP and Billing and Settlement Platform
- Designed and Implemented Internal Control and its procedure for all group companies.

2000 - 2002 TransIndiaExim Corporation. Gujarat - India

- Import-Export Family Business/ Investments Portfolio of 17 family members and other family business combined investment \$ 2 million dollars.
- Handled Import and Export Shipments and all relating matters
- Study of Sales mix products and its analysis.

1999 - 2000 Senior Audit Clerk - H.P Mehta & Co. Rajkot - India

- Conducted Statutory Audits, Audit of Trusts, Hospitals and Schools and their grants.
- Tax Planning and Returns of Individuals, Joint Returns, Partnerships and Corporations
- Preparation and planning of Wealth tax returns
- Attended for clients for adjudication authority hearings and appeals

1998 - 1999 Senior Audit Clerk - Badani & Co. Bombay - India

- Audit of Partnerships, Proprietorship, Corporations, Trusts and Bank,
- Income tax return computation and preparation, depreciation schedules
- Tax planning and research on changing tax laws
- Representing Clients in front of Income Tax authorities

1995 - 1998 Senior Audit Clerk - Thacker Butala & Desai Bombay - India

- Audit Senior for 17 fellow team articles for 2 years
- Audit of Public Listed firm, Nationwide Insurance Firm divisions, Major Banks, Charity Trusts
- Tax Planning and Returns of the above audit assignments
- Installing Computer Management Systems at work place.
- Representing clients in hearing with Income tax Commissioners

EDUCATION

2005 - 2006 Appearing for CPA

- Cleared One part appeared for another and have to take 2 more parts to complete it.

2005 SAP FICO Training at Global soft Solutions

2002 Chartered Accountant

- Similar to CPA in United States and also India CA is world wide 5 best public accounting course
- Cleared CA Final Group 2

Subjects: -Advance Accounting, Advance and Managerial Auditing, Corporate Laws, Direct and Indirect Taxation, Cost Accounting and Cost Systems

1996 Bachelors in Commerce

- Specialization in Advance Financial Accounting and Managerial Auditing, Advance Economics, Statistics, Business Communications, Advertising and Marketing.

COMPUTER SKILLS QuickBooks Power User, SAP FICO, MS Office 2003